

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

BETHLEHEM STEEL CORPORATION, *et al.*,
Debtors.

Chapter 11 Case Nos.

Case No. 01-15288 (BRL) through
01-15302, 01-15308 through 01-15315 (BRL)

(Jointly Administered)

**VERIFIED STATEMENT OF KELLEY DRYE &
WARREN LLP PURSUANT TO RULE 2019 OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kelley Drye & Warren LLP (“KDW”), as counsel to the parties designated herein in these jointly-administered chapter 11 cases, submits this verified statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure and states as follows:

1. Names And Addresses Of The Creditors
Represented By KDW

KDW has been employed to represent the following creditors in these cases:

(i) HSBC Bank USA (“HSBC”), 452 Fifth Avenue, New York, New York 10018-2706 and (ii) BP Energy Company and BP Canada Energy Marketing Corporation and affiliated entities (collectively, “BP” and together with HSBC, the “Clients”), 501 Westlake Park Boulevard, Houston, Texas 77079.

2. Nature And Amount Of The Claims
And Time Of Acquisition Thereof

(a) HSBC’s claims include individual claims and claims on behalf of bondholders in its capacity as successor indenture trustee, including, without limitation, claims arising under:

(i) that certain indenture, dated as of September 1, 1994 (the "Cambria Indenture"), between Chemical Bank and Cambria County Industrial Development Authority (the "Cambria Authority"), pursuant to which aggregate principal amount of \$25,500,000.00 of Pollution Control Revenue Refunding Bonds Series 1994 were issued and remain outstanding;

(ii) that certain indenture, dated as of June 1, 1994 (the "Northampton Indenture"), between First Union National Bank and the Northampton County Industrial Authority (the "Northampton Authority"), pursuant to which \$23,440,000.00 aggregate principal amount of Pollution Control Revenue Refunding Bonds Series 1994 were issued and remain outstanding;

(iii) that certain indenture, dated as of June 1, 1994 (the "Baltimore Indenture"), between First Union and Baltimore County, Maryland, pursuant to which \$53,825,000.00 Pollution Control Revenue Refunding Bonds Series 1994A and B were issued and remain outstanding; and

(iv) that certain indenture, dated as of September 1, 1993 between The Bank of New York and Bethlehem Steel Corporation ("BSC"), pursuant to which \$105,000,000 of BSC's 10 3/8% Senior Notes Due 2003 were issued and remain outstanding.

HSBC's claims, both individually and on behalf of the noteholders, may include both liquidated and unliquidated claims.

(b) BP is party to one or more contracts with the Debtors for purchases and sales of natural gas and related services including, without limitation, forward contracts, which are governed by, among other things, written agreements that allow netting of obligations arising under multiple transactions between BP and the Debtors. BP may also have claims for the supply of goods to the Debtors. BP's claims include both liquidated and unliquidated claims.

3. Pertinent Facts And Circumstances In Connection With The Employment Of KDW

KDW has fully advised the Clients with respect to this concurrent representation. Each of the parties has agreed to such representation and has requested that KDW represent them in these cases.

4. Amount Of Claims Owned By KDW

KDW does not hold any claims against or hold any interest in the Debtors.

I, Keith H. Wofford, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York
February 7, 2002

KELLEY DRYE & WARREN LLP

By: /s/ Keith W. Wofford
Keith H. Wofford (KW-2225)
101 Park Avenue
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COUNSEL TO HSBC BANK USA, BP
ENERGY COMPANY AND BP CANADA
ENERGY MARKETING CORPORATION